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MASONITE INTERNATIONAL CORP

Form 4 May 28, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Shares

Shares

05/26/2015

05/27/2015

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Repar Lawrence P Issuer Symbol MASONITE INTERNATIONAL (Check all applicable) CORP [DOOR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O MASONITE 05/26/2015 See Remarks **INTERNATIONAL** CORPORATION, 201 N. FRANKLIN ST, SUITE 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting TAMPA, FL 33602 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following (Instr. 4) Indirect (I) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Code V

S

S

Amount

8,000

18,095 D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

42,139

24,044

D

D

Price

\$ 67.5

68.16

(1)

\$

(2)

(D)

D

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit.	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Code of (Month/Day/Year)		Expiration D	Date Am		ınt of	Derivative	J
Security	or Exercise		any			Year)	Underlying		Security	,	
(Instr. 3)	Price of		(Month/Day/Year)				Secur	ities	(Instr. 5)]	
	Derivative				Securities			(Instr. 3 and 4)			(
	Security				Acquired]
				(A) or]
					Disposed						-
					of (D)						(
				(Instr. 3,							
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code '	V (A) (D)				Shares		
					() ()						

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Repar Lawrence P C/O MASONITE INTERNATIONAL CORPORATION 201 N. FRANKLIN ST, SUITE 300 TAMPA, FL 33602

See Remarks

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ Robert E. Lewis, as attorney-in-fact

05/28/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$67.50 to \$67.51, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$68.05 to \$68.32, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

Remarks:

Executive Vice President, Global Sales and Marketing, and Chief Operating Officer

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.